

## **EXHIBIT C**

**\$8,028,000,000**

**CREDIT AGREEMENT**

Dated as of May 17, 2007

Among

**TRIBUNE COMPANY**

as Borrower

**THE INITIAL LENDERS NAMED HEREIN**

as Initial Lenders

**JPMORGAN CHASE BANK, N.A.**

as Administrative Agent

**MERRILL LYNCH CAPITAL CORPORATION**

as Syndication Agent

**CITICORP NORTH AMERICA, INC.,**

**BANK OF AMERICA, N.A.**

and

**BARCLAYS BANK PLC**

as Co-Documentation Agents

and

**J.P. MORGAN SECURITIES INC.,  
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED,  
CITIGROUP GLOBAL MARKETS INC.**

and

**BANC OF AMERICA SECURITIES LLC**

as Joint Lead Arrangers and Joint Bookrunners

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

TRIBUNE COMPANY

By:   
Name:  
Title:

[amendment no. 1]

JPMORGAN CHASE BANK, N.A.,  
as Agent

By: 

Name:

Title:

ROBERT ANASTASIO  
VICE PRESIDENT

[amendment no. 1]

JPMORGAN CHASE BANK, N.A.,  
as a Lender

By. 

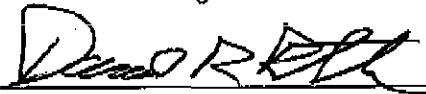
Name:

ROBERT ANASTASIO

Title:

VICE PRESIDENT

Bank of America, N.A.  
as Co-Documentation Agent and Lender

By:   
Name: Daniel R. Petrik  
Title: Senior Vice President

BARCLAYS BANK PLC,  
as a Lender

By:   
Name: David Barton  
Title: Associate Director

CITICORP NORTH AMERICA, INC.,  
as a Lender

By: Julie Persky  
Name: Julie Persky  
Title: VP and Managing Director



CIT Lending Services, Inc.

as a Lender

By: Charles J. Dreifus  
Name: Charles J. Dreifus  
Title: Vice President

LaSalle Bank National Association  
as a Lender


By:

A handwritten signature in black ink, appearing to read "Paul B. Cronin", is written over a horizontal line.

Name: Paul B. Cronin

Title: Senior Vice President

Lehman Brothers Commercial Bank,  
as a Lender

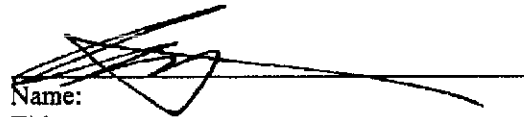
By:   
Name: George Janes  
Title: Chief Credit Officer

Merrill Lynch Capital Corporation,  
as a Lender

By: DTA.  
Name: David Toubin  
Title: Vice President

**Sumitomo Mitsui Banking Corporation,**  
as a Lender

By:

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Name:

Title:

**Yoshihiro Hyakutome**  
**General Manager**